

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**STIPULATION AND CONSENT ORDER RESOLVING MOTION
OF MINER FLEET MANAGEMENT GROUP, LTD.**

This stipulation and consent order (the
"Stipulation and Consent Order") is made and entered
into by Miner Fleet Management Group, Ltd. ("Miner") and
Circuit City Stores, Inc. ("Circuit City") and its
related Chapter 11 debtors (collectively with Circuit
City, the "Debtors").

WHEREAS, prior to November 10, 2008 (the "Petition Date"), Miner provided to the Debtors certain goods and services relating to the Debtors' operation of their docks doors, conveyors, forklifts, stockpickers and pallet jacks;¹ and

WHEREAS, on and after the Petition Date, Miner continued to provide to the Debtors such goods and services; and

WHEREAS, on September 3, 2009, Miner filed the Motion of Miner Fleet Management Group, Ltd. For Leave to File Late Administrative Claim (the "Motion") (D.I. 4763), seeking leave to file an administrative expense claim in the amount of \$19,348.89 against the Debtors after the bar date for filing such claims had passed; and

WHEREAS, Miner and the Debtors have agreed to resolve the issues raised in the Motion in accordance with the terms of this Stipulation and Consent Order.

¹ By this general description of "goods and services" provided by Miner to the Debtors, neither the Debtors nor Miner concede that Miner provided the Debtors with "goods" or "services" as those terms are commonly used with respect to claims asserted under 11 U.S.C. § 503(b)(9). Moreover, the parties' legal rights shall not be impacted in any way by this description, including but not limited to the parties' legal rights with respect to the Debtors' Fifth Omnibus Objection to Certain Misclassified Non-Goods 503(b)(9) Claims.

NOW, THEREFORE, Miner and the Debtors hereby
STIPULATE AND AGREE, and it is hereby ORDERED, ADJUDGED
AND DECREED by the United States Bankruptcy Court for
the Eastern District of Virginia (the "Bankruptcy
Court"), as follows:

1. The Motion is resolved as set forth in
this Stipulation and Consent Order.

2. Miner is hereby deemed to have timely
filed an administrative expense claim in the amount of
\$19,348.89 (the "Miner Administrative Expense Claim");
provided, however, that the Debtors expressly reserve
any and all rights to object to the Miner Administrative
Expense Claim on any legal or equitable grounds other
than timeliness and further reserve any and all legal
and equitable claims, causes of action, rights, remedies,
defenses, and arguments with respect to Miner and the
Miner Administrative Expense Claim.

3. Miner's Motion shall be considered its
application for the Miner Administrative Expense Claim.

4. This Stipulation and Consent Order shall
be filed with the Bankruptcy Court on or before June 30,
2010, or at a later time agreed upon by the parties.

5. Upon entry by the Bankruptcy Court, this Stipulation and Consent Order shall be binding upon and shall inure to the benefit of Miner and the Debtors and each of their respective successors and assigns.

6. This Stipulation and Consent Order contains the entire agreement and understanding between Miner and the Debtors with respect to the subject matter hereof, and supersedes and replaces all prior negotiations or proposed agreements, written or oral.

7. The Bankruptcy Court shall retain exclusive jurisdiction to hear and determine all matters relating to or arising from this Stipulation and Consent Order.

DATED: Mar 19 2010, 2010

/s/ Kevin Huennekens

Honorable Kevin R. Huennekens
United States Bankruptcy Judge

Entered on docket: March 19 2010

ENTERED ON DOCKET:

WE ASK FOR THIS:

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM, LLP
Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
P.O. Box 636
Wilmington, DE 19898-0636
(302) 651-3000

OPPENHEIMER, BLEND, HARRISON
& TATE, INC.
Raymond W. Battaglia, Esq.
Robert K. ("Chip") Sugg, Esq.
711 Navarro, Sixth Floor
San Antonio, TX 78205
(210) 224-2000

and

and

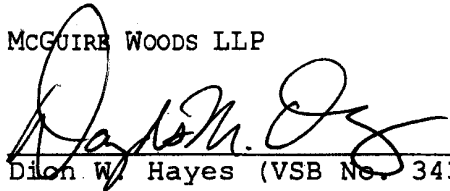
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM, LLP
Chris L. Dickerson, Esq.
155 North Wacker Drive
Chicago, Illinois 60606

RONALD PAGE, PLC
/s/ Ronald A. Page, Jr.

and

Ronald A. Page, Jr.
(VSB No. 71343)
Innsbrook Corporate Center
4860 Cox Road, Suite #200
Glen Allen, Virginia 23060
(804) 562-8704

MCGUIRE WOODS LLP



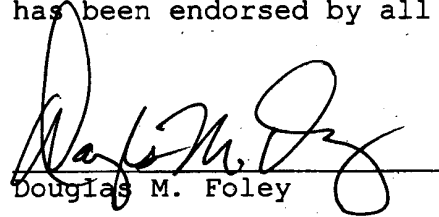
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
One James Center
901 East Cary Street
Richmond, Virginia 23219
(804) 775-1000

*Counsel for Miner Fleet
Management Group, Ltd.*

*Counsel for Debtors and
Debtors in Possession*

CERTIFICATION

THE UNDERSIGNED HEREBY CERTIFIES, pursuant to Local Rule 9022-1(C), that this Consent Order has been endorsed by all necessary parties.


Douglas M. Foley

Imaged Certificate of Service Page 7 of 7
CERTIFICATE OF NOTICE

District/off: 0422-7
Case: 08-35653

User: frenchs
Form ID: pdforder

Page 1 of 1
Total Noticed: 1

Date Rcvd: Mar 19, 2010

The following entities were noticed by first class mail on Mar 21, 2010.
aty +Gregg M. Galardi, Skadden Arps Slate Meagher, & Flom LLP, One Rodney Sq., PO Box 636,
Wilmington, DE 19899-0636

The following entities were noticed by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 21, 2010

Signature:

